



By-Laws

Article I - Objectives and Purposes

Section 1.01

The specific and primary purpose for which this organization is formed is to effect the association of Peruvians and Americans of Peruvian heritage, as well as the community at large, without limit of age, and of good moral character for fraternal purposes, and for their mutual benefit and social betterment; it effects the establishment and operation of the Institution facilities for the exclusive pleasure, recreation and entertainment of members of the Institution and eligible guests; to purchase, bare, hold, sell, develop, build, mortgage and to maintain and operate the same for the use and enjoyment of all the Institution members, subject to the rules and regulations set forth in the BY-LAWS of this organization. To do all and everything necessary and proper for the accomplishment of any of the purposes or attainment of any of the objectives previously mentioned, either alone or in association with other individuals, corporations, or partnerships, including but not limited to county, state, federal, and municipal entities; and generally, the purpose for which this organization is formed is to perform such acts and to enact such business in connection with the preceding objectives not inconsistent with law or the objectives and aims of the House of Perú.

Section 1.02

This organization is a non-political, non-sectarian, non-profit organization, which endeavors to foster and cultivate Peruvian traditions, and to contribute to maintain and enhance the spirit of understanding, tolerance and goodwill amongst all the national groups residing in the City of San Diego by presenting the history, traditions and culture of the Peruvian people. The House of Perú adheres itself, without mental reservations, to the principles of the House of Pacific Relations, and declares that these By-Laws shall constitute its linkage with it.

Article II - Principal Office

Section 2.01

The principal office of the organization for its transactions of business is located in the City of San Diego, County of San Diego, and State of California.

Section 2.02

The organization may have such other offices at other places, not limited to the County of San Diego, State of California, as its business may require and shall be designated from time to time by the Board of Directors to whom it is hereby granted full power and authority to change the principal office of the organization from one location to another within the County of San Diego, State of California. The secretary in the monthly newsletter shall give any such change in written notice.

Article III – Membership

Section 3.01

Members

The House of Perú shall have no voting members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest in members shall vest in the Board of Directors. Nothing in this article III shall be construed as limiting the right of the House of Perú to refer to persons associated with it or persons specified in Section 3.2 below as “Members” even though such persons are not members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law, and reference to such persons as Members shall not make them voting members. The House of Perú may confer by amendment of its Articles of Incorporation or these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Public Benefit Corporation Law, upon any person or persons who do not have the right to vote for the election of Board of Directors or on a disposition of substantially all of the assets of the House of Perú or on a merger or on a dissolution or on changes to the House of Perú’s Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of Section 5056.

Section 3.02

Levels of Membership

The Board of Directors shall determine increases or decreases in levels of membership. The Board shall establish levels of membership and the contribution associated with those levels.

Article IV - Directors

Section 4.01

Powers

Subject to limitations of the Articles of Incorporation, of the Bylaws, and of the laws of the State of California, and subject to the duties of the Board of Directors as prescribed by these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors.

Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers, to wit:

- A. To select and to remove all the officers, associate directors, members, agents, and employees of the Corporation; to prescribe such powers and duties for them as may not be inconsistent with law, or the Articles of Incorporation, or these Bylaws; to fix their compensation where applicable; and to require from them security for faithful service.
- B. To conduct, manage, and to control the affairs of the business of the Corporation and to make rules and regulation therefore not inconsistent with law or the Articles of Incorporation or with these Bylaws, as they may deem best.
- C. To change the principal office for the transaction of the business of the Corporation from one location to another as provided in Article II of these Bylaws.

- D. To change the amount of dues from time to time to be paid by members.
- E. To borrow money and to incur indebtedness for the purpose of the Corporation and to cause to be executed and delivered therefore, in the corporate name, promissory notes, or other evidences of debt and instruments securing the payment of the same.

Section 4.02

Number and Qualifications of the Board of Directors

The authorized number of Directors in the board of the Corporation shall be up to 19 until changed by amendment to these Bylaws as hereinafter provided. Any member of the Corporation who is in good standing and meets the criteria established by the Corporation shall be eligible for nomination to the Board of Directors.

Section 4.03

Term of Office

A member of the Board shall hold office for a term of one year from January following the date of his/her election and shall be eligible for unlimited terms. All members of the Board shall hold office until their respective successors are elected and assume office.

Section 4.04

Vacancies

Vacancies on the Board of Directors may be filled by a majority of the remaining members of the board, or by a sole remaining member of the board.

Section 4.05

Place of Meeting

Regular meeting of the Board of Directors shall be held at any place within the County of San Diego which has been designated from time to time by resolution of the Board or by written consent of a majority of the members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board may be held either at a place so designated or at the principal office.

Section 4.06

Organizational Meeting

Once a year the members of the Board of Directors shall hold a meeting for the purpose of reorganization, establishment of a regular meeting time and the transaction of other business.

Section 4.07

Regular Meetings

No fewer than six regular meetings of the Board of Directors in any one year shall be held of such day in each month or on such days in such months as the Board of Directors shall fix and determine by resolution; written notice of all such meetings shall be giving to each member of the Board not fewer than 5 days preceding such meeting.

Section 4.08

Special Meetings

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President, or if he/she is absent or unable or refuses to act, by the Vice President or by any two member of the board. Written notice of the time and place of special meetings shall be delivered to the member of the board. Special meetings of the Board shall be held upon four days notice, and the notice shall state the purpose for which the meeting is called, and no other business shall be transacted at the meeting.

Section 4.09

Notice of Adjournment

Notice of the time and place for holding an adjourned meeting need to be given to the absent member of the board if the time and place be fixed at the meeting adjourned, except that, if the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the absent member of the board.

Section 4.10

Waiver of Notice

The transactions of any meeting of the Board of Directors, however called or wherever held, shall be as valid as though a meeting has been duly held after regular call and notice, if a quorum be present, and if either before or after the meeting, each of the members of the board not present signs a written waiver of notice or consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the Corporation's records and made a part of the minutes of the meetings.

Section 4.11

Quorum

The presence of the majority of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business except to adjourn. Every act or decision done or made by a majority of member of the board present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 4.12

Action without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of the Nonprofit Public Benefit Corporation Law of the State of California may be taken without a meeting if all the members of the Board shall individually or collectively consent in writing to such an action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. For the purposes of this section only, "all members of the Board" shall not include any "Interested board member" as defined in section 5233 of the Nonprofit Benefit Corporation Law.

Section 4.13

Telephonic Meetings

Members of the board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting through the use of telephone or similar communications equipment shall constitute presence in person at such meeting.

Article V - Officers

Section 5.01

Officers of the Corporation

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have at the discretion of the Board of Directors one or more additional Vice Presidents, one or more Secretaries, and one or more Assistant Treasurers.

Section 5.02

Qualification, Election and Term

President and Vice President, the candidates for President and Vice President must have served on the Board of Directors for at least one (1) year.

The officers of the Corporation shall be chosen annually (every year) by the Board of Directors at their Organizational Meeting and shall hold office for the term of one year or until such office or officers shall resign, shall be removed or shall otherwise be disqualified to serve, or until their successors shall be elected and qualified.

From among the Officers mentioned, the President will select two (2) Delegates and two (2) alternate Delegates to represent the House of Perú at the House of Pacific Relations.

Section 5.03

Removal and Resignation

An Officer may be removed with or without cause by a majority of the member of the board at any regular or special meeting of the Board. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make effective.

Section 5.04

Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or for any other cause shall be filled by the members of the board at any meeting at which a quorum is present.

Section 5.05

President

The President shall be Chairman of the Corporation and shall be subject to the control of the Board of Directors, have general supervision, direction, and control of the business and officers of the Corporation, as well as keep all the assets of the organization in good hands. He/she shall preside at all meetings of the Board of Directors. He/she shall be an ex officio member of all standing committees and shall have the general powers and duties of management usually vested in the office of President of an incorporated body and shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws.

Vice-President(s)

In the absence or disability of the President, the Vice-President(s), in order of their rank, shall perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restriction upon the President. The Vice-President(s) shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or by these Bylaws.

Secretary

The Secretary shall keep or cause to be kept a Book of Minutes at the principal office or such other place as the Board of Directors may order of all meetings of the Board of Directors and the members with the time and place of holding, whether regular or special, and if special, how authorized, the notice given thereof, the names of those present at the Board meetings, and the number of members. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors required by the Bylaws and shall have such other powers to perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Treasurer

The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Corporation and disbursements. The books of account shall at all times be open to inspection by any member. The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He/she shall, subject to the limitations contained in these Bylaws, disburse or cause to be disbursed the sums of the Corporation as may be ordered by the Board of Directors, shall render to the President and members of the board whenever they request it and account of all of his/her transactions as Treasurer and the financial condition of the Corporation, and shall have such other powers to perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Immediate Past President

The Immediate Past President shall act as advisor to the President and the other officers of the Corporation and shall be a member of the Advisory Committee.

Article VI – Committees

Section 6.01

Standing Committees

The standing committees shall be appointed by the Board of Directors of the Corporation and each committee shall consist of a Committee Director and such number of Associate Directors and members as the Board of Directors shall fix and determine.

Section 6.02

Other committees

Other committees shall be appointed by the Board of Directors from time to time for such purposes as shall be required to properly and efficiently conduct the business and affairs of the Corporation.

Section 6.03

Appointment of Committees

The Board of Directors may appoint such committees, as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of this corporation.

Section 6.04

Powers and Authority of Standing Committees

The Board of Directors may delegate any committee having the authority of the Board and any of the powers and the authority of the Board of Directors in the management of the business and affairs of this corporation.

Section 6.05

Executive Committee

The Board of Directors may appoint an Executive Committee. The Board of Directors may delegate to the Executive Committee any of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, except those enumerated in Section 4.

The Executive Committee may meet regularly or by telephone between the meetings of the full Board of Directors, the decisions of the Executive Committee being subject to review by the Board at its next meeting.

If not regular meeting schedule is determined, the frequency, time and place of Executive Committee. A majority of the membership of the Committee shall constitute a quorum.

The membership of the Executive Committee shall consist of the Officers of the Board, the Committee Chairs, and the President of the Board who may also serve as Chairperson of the Executive Committee.

The Executive Committee shall include all of the elected officers of the Corporation and shall include at least two members of the Board of Directors who are not serving as elected officers of the Board.

The secretary of the Board or the appointed secretary of the Executive Committee shall keep full minutes of the Executive Committee meetings and shall submit these minutes after each Committee meeting to all members of the Board of Directors.

Article VII – Miscellaneous

Section 7.01

Disbursements

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Board of Directors; provided, however, that all checks, drafts, or orders drawn on the Corporation's funds in amounts equal to or under \$5,000, including payments to the Federal and State governments, shall be signed by not less than two signers, one of whom must be an officer of the Corporation, and that all checks, drafts, or orders drawn on the Corporation's funds in amounts over \$5,000 shall be signed by not less than two officer of the Corporation, one of whom shall be the President or Vice President.

Section 7.02

Fiscal Year

The fiscal year of this Corporation shall start on the first day of June of each year and on the thirty first day of May next following.

Section 7.03

Parliamentary Procedure

Except where they are in conflict with these Bylaws, Robert's Rules of Order shall govern all meetings of the members of the Corporation and Board of Directors.

Article VIII - Amendments

Section 8.01

Amendments

These Bylaws may be amended or repealed and new Bylaws adopted by the majority vote of the members of the Board of Directors of this Corporation.

Section 8.02

Effective Date

These bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors of this corporation in adopting them provide that they are to become effective at a later date.

Article IX – Nonliability of member of the board and Officers

Section 9.01

Volunteer member of the board

Pursuant to Section 5239 of the Nonprofit Public Benefit Corporation Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer Board Member or volunteer officer (defined below) of this Corporation caused by the board member or officer's negligent act or omission in the performance of that person's duties as a board member or officer, if all the following conditions are met:

- A. The duties were performed in good faith;
- B. The duties were performed in such manner such board member or officers believe to be in the best interest of the Corporation;
- C. The duties were performed with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

"Officers mean the President, Secretary, Vice President, Treasurer or other officer" who assists in establishing the policy of this Corporation;

This limitation on the personal liability of a volunteer Board Member or officer does not limit the liability of this corporation for any damages caused by acts or omissions of a volunteer board member or volunteer officer, nor does it eliminate the liability of a board member or officer provided in Section 5233 or 5237 of the Nonprofit Public Benefit Corporation Law of the State of California in any action or proceeding brought by the Attorney General.

Section 9.02

Requirement to Obtain Liability Insurance

In order to obtain the full benefit of the limitation of liability set forth above, the Board of Directors of this Corporation and the volunteer board member or officer shall make all reasonable efforts in good faith to obtain liability insurance in the form of a general liability policy for this Corporation or a board of directors and officers liability policy.

Section 9.03

Volunteer member of the board and Officers

"Volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by way of salary, fee, or consideration for services rendered.

Section 9.04

Indemnity for Litigation

This Corporation hereby agrees to exercise the power to defend and indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a board member or officer of this Corporation to the full extent allowed under the provision of Section 5238 of the Nonprofit Public Benefit Corporation Law of the State of California relating to the power of a Corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors

determines and finds to be reasonable, or, if required by said Section 5238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

Section 9.05

Standard of Conduct

Pursuant to Section 5231 of the California Nonprofit Public Benefit Corporation Law a board member shall perform the duties of a board member, including duties as a member of any committee of the Board upon which the board member may serve, in good faith, in a manner such as the board member believes to be in the best interests of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Board Member, a board member shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

One or more officers or employees of this Corporation whom the board member believes to be reliable and competent in the matters presented.

Legal counsel, independent accountants, or other professionals as to matters which the board member believes to be within such person's professional or expert competence;

Or

A committee of the Board upon which the Board member does not serve, as to matters within the committee's designated authority, which committee the board member believes to merit confidence. Provided, that in any such case, the board member acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 9.06

Self-Dealing Transactions

As used in this Section 6, a "self-dealing transaction" is any contract or transaction (i) between this Corporation, firm or association in which one or more of the members of the board has a material financial interest, or (ii) between this Corporation and a Corporation, firm or association of which one or more of its members of the board are board members of this Corporation (collectively, "Interested board member(s)"). Pursuant to Section 5233 of the Nonprofit Public Benefit Corporation Law of the State of California, no self-dealing transaction shall be void or voidable because such Interested board member(s) or Corporation, firm or association are parties or because such Interested board member(s) are present at the meeting of the Board or committee which authorizes, approves or ratifies the self-dealing transaction the Board or committee which authorizes, approves or ratifies the self-dealing transaction if:

All material facts are fully disclosed to or otherwise known by the Board or committee and the Board or committee authorizes, approves, or ratifies the self-dealing transaction in good faith (without counting the vote of the Interested board member(s), and in the case of a self-dealing transaction described above, the Board or committee resolves and finds that the transaction is just and reasonable at the time it was authorized, approved or ratified; Or

The person asserting the validity of the self-dealing transaction sustains the burden of proving that the transaction was just and reasonable as to the Corporation at the time it was authorized, approved or ratified.

Interested board member(s) may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof, which authorizes, approves or ratifies a transaction provided in this section 6.

